

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1206.
FILED, NOVEMBER 19th, 1964.

VESPAR MINES LIMITED

Incorporated as Cody-Reco Mines Limited under The Companies Act (Part XI) of Ontario by Letters Patent dated February 9, 1951. Supplementary Letters Patent to change the name and reconstitute the capital of the Company were issued on March 23, 1960.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and option agreement on certain treasury shares (see items 6 and 7).
2. Head office address and any other office address.	20th Floor, 4 King Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and a Director - JAMES G. PICKARD, 21 Dale Avenue, Toronto, Ontario, Company Executive. Vice-President and a Director - J.J.C. EVANS, 16 Fifeshire Road, Willowdale, Ontario, Stock Broker. Secretary-Treasurer - F. W. BOULGER, 1596 Carmen Drive, Port Credit, Ontario, Accountant. Assistant Secretary-Treasurer - FREDERICK G. ROMAN, R.R.#1, Unionville, Ontario, Accountant. Director - J.T.M. MILLS, 2650 Bayview Ave., Willowdale, Ontario, Solicitor. Director - SYDNEY ROSEN, 12 Sandfield Avenue, Toronto, Ontario, Executive. Director - L. R. MONTPETIT, 450 Walmer Road, Toronto, Ontario, Purchasing Agent. Director - MAURICE KESSLER, 27 Ridelle Avenue, Toronto, Ontario, Stock Broker. Director - JOHN S. GRANT, 17 Daleberry Place, Willowdale, Ontario, Solicitor.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - \$5,000,000 divided into 5,000,000 shares with \$1 par value; Issued - 1,821,667 shares, all as fully paid.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated November 12, 1964, with John Gardon & Co. Ltd., 185 Bay Street, Toronto, Ontario, a member of the Broker-Dealers' Association of Ontario, John Gardon & Co. Ltd., has agreed to purchase forthwith 400,000 treasury shares of the Company at the price of 20 cents per share. In consideration thereof the Company has granted to John Gardon & Co. Ltd., options to purchase all or any part of an additional 600,000 treasury shares and being 200,000 share blocks at the respective prices of 30 cents, 40 cents and 50 cents per share, such blocks being exercisable within 3, 6 and 9 months from the date of payment for the underwritten shares.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	John Gardon & Co. Limited aforesaid is acting on its own behalf as principal as to a one-half interest and on behalf of its client Denison Mines Limited of Toronto as to a one-half interest. The only person owning a greater than 5% interest in John Gardon & Co. Limited is John Gardon, 41 HiMount Drive, Willowdale, Ontario. Denison Mines Limited is a public company, the shares of which are listed on the Toronto Stock Exchange and are widely distributed.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company will use the proceeds from the above underwriting to investigate mining ventures which may have possible merit. No property acquisition or participation in a venture will be made unless and until an amending filing statement disclosing same has been filed with the Toronto Stock Exchange. The Company also proposes to make a geological and economic study of the 21 claims held by the Company in the Slocan District in British Columbia at an estimated cost of some \$2500.
10. Brief statement of company's chief development work during past year.	No development work was done during the past year.

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FINANCIAL STATEMENTS

VESPAR MINES LIMITED

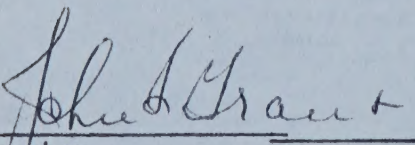
BALANCE SHEET AS AT OCTOBER 31, 1964

ASSETS

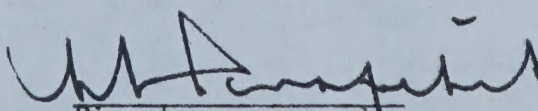
Current		
Cash in Bank	4,783.42	
Investments in Marketable Securities at cost		
less proceeds from sales (Quoted Market Value(\$21,700.00))	8,734.50	
Prepaid Expenses	<u>50.60</u>	13,568.52
Mining Properties -		
21 claims in Carpenter - Cody Creek area, B. C.		
nominal value		1.00
Exploration & Development including Head Office &		
Administration expenses		<u>697,053.65</u>
		\$ 710,623.17
		<u><u> </u></u>

LIABILITIES

Current		
Accounts payable and accrued charges		3,839.04
Capital Stock & Deficit		
Capital Stock		
Authorized -		
5,000,000 shares of \$1.00 par value each	5,000,000.00	
Issued & Fully paid 1,821,667 shares	1,821,667.00	
Less discount	<u>924,764.00</u>	
	\$ 896,903.00	
Deficit - Investment in and advances to		
Bonmahon Copper Mines Limited,		
a subsidiary company, written off.	<u>190,118.87</u>	<u>706,784.13</u>
		\$ 710,623.17
		<u><u> </u></u>



Director



Director

VESPAR MINES LIMITED

SOURCE AND APPLICATION OF FUNDS

JANUARY 1, 1964 TO OCTOBER 31, 1964

Funds on hand January 1, 1964. 5,204.17

SOURCE OF FUNDS

Dividends received	1,400.00	
Reduction on accounts receivable	<u>1,020.71</u>	<u>2,420.71</u>
		7,624.88

APPLICATION OF FUNDS

Increase in Prepaid expense	50.60	
Reduction in accounts payable	720.63	
Insurance expenses	50.40	
Government Fees & Tax expenses	354.15	
Director's Fees	650.00	
Stock Exchange listing fees	100.00	
Printing & Shareholders information	535.64	
Interest & Bank charges	1.27	
Transfer Agents fees	49.27	
Telephone & Telegraph	4.80	
Share issue expenses	246.95	
Annual Meeting expenses	<u>77.75</u>	<u>2,841.46</u>

Funds on hand October 31, 1964. 4,783.42

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	300,000 shares are in escrow at Guaranty Trust Company of Canada, Toronto, and require the prior consent of the Toronto Stock Exchange before any release pro rata among the registered holders.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<p>Denison Mines Limited 4 King Street West, Toronto, Ontario 219,028 shares S.B. Roman R.R. #1, Unionville, Ontario 42,000 shares Lorne K. Smith 1374 Broadmoore Ave. Port Credit, Ont. 15,000 shares</p>
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>According to records of the Company's stock registrar and transfer agent: Denison Mines Limited 4 King Street West, Toronto, Ontario. 601,528 shares (beneficial owner - 219,028 escrowed shares) Waite Reid & Co. Ltd., 200 Bay Street, Toronto, Ontario 87,181 shares John Gardon & Co. Limited 185 Bay Street, Toronto, Ontario 72,668 shares Hoyt Metal Company of Canada Ltd., 721 Eastern Ave., Toronto, Ontario 66,667 shares (beneficial owner) G.W. Nicholson & Co. Ltd., 62 Richmond Street West, Toronto, Ont. 57,709 shares</p> <p>The beneficial owners of the shares registered in names of brokers as aforesaid are not known to the Company.</p>
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The Directors of the Company, provided that they can obtain proxies in sufficient numbers from the other shareholders.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>1,400 shares of Denison Mines Limited, cost \$8,734.50 market value \$23,275. 36,638 shares of Bonmahon Copper Mines Limited (subsidiary) cost \$450.50 written down to nominal value of \$1.</p>
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No other material facts. The shares which are the subject of the agreement referred to in item 6, will be in the course of primary distribution

CERTIFICATE OF THE COMPANY

DATED November 17, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"L.R. Montpetit"

"F.W. Boulger"

VESPAR MINES LIMITED

CORPORATE SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

JOHN GARDON & CO. LIMITED

"J. Gardon"